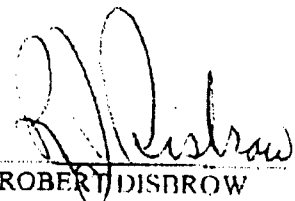


- 4. Disbrow waives any right it may have, under the *Act*, or otherwise, to a hearing, hearing and review, judicial review or appeal related to, in connection with, or incidental to this agreement.
- 5. The British Columbia Securities Commission and Disbrow have agreed to a full and final settlement to resolve the allegations and proceedings set out in the Notice of Hearing In the Matter of Cartaway Resources Corporation as against Disbrow dated July 17, 1998 on the basis of the terms and conditions set out in this Agreed Statement of Facts.
- 6. This Agreed Statement of Facts will be signed in counterpart.

DATED at Vancouver, British Columbia, on JAN 28, 1999.

\_\_\_\_\_ )  
 Witness Signature )  
 \_\_\_\_\_ )  
 Witness Name )  
 \_\_\_\_\_ )  
 Address )  
 \_\_\_\_\_ )  
 Occupation )

  
 \_\_\_\_\_  
 ROBERT DISBROW

DATED at Vancouver, British Columbia, on \_\_\_\_\_, 1999.

Michael J. Watson  
Executive Director